

Declaration of George Utmel

1. I am President of defendant/third-party plaintiff Western Services Corporation (“Western”), and make the following declaration based upon my personal knowledge.

2. Plaintiff Russian Research Center, The Kurchatov Institute (“Kurchatov”) has commercially allied itself with third-party defendant GSE Systems, Inc. (“GSE”) and has purported to give an “exclusive license” to “SimPort,” the power plant simulation software at issue in this intellectual property litigation, to GSE.

3. GSE is a principal competitor of Western and its business partner Data Systems & Solutions (“DS&S”), and GSE and Western/DS&S regularly compete for the same power plant contracts, which are often worth hundreds of thousands (and sometimes millions) of dollars.

4. The Report of Richard D. Clark, CPA, MBA (the “Report”) contains highly sensitive commercial information which reveals Western’s profit and cost structures, contractual relationships, and unsuccessful contractual bids.

5. The sensitive information revealed in the Report is not publicly available, has been closely guarded by Western at all times, and has only been disclosed to Western’s employees and agents, Western’s contractual partners, recipients of Western’s contractual bids (subject to applicable confidentiality

agreements), and "Qualified Persons," as defined by the Protective Order of Confidentiality dated June 4, 2003.

6. Disclosure of the Report to the officers, directors or employees of GSE or Kurchatov, would greatly harm Western by allowing GSE and Kurchatov to take unfair advantage of this sensitive commercial information to advance their competitive position vis-à-vis Western.

7. The Report would provide GSE and Kurchatov with vital information which could be used to price similar goods and services, underbid Western in present and future contract proposals, and otherwise interfere with Western's business operations and relationships.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 8, 2003.

A handwritten signature in black ink, appearing to read "G. Utmel", is written over a horizontal line.

George Utmel